

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF VIRGINIA  
NORFOLK DIVISION**

**JAMES M. DUNLAP,**

**Plaintiff,**

**Civil No. 2:11-cv-00272-RBS -DEM**

**v.**

**COTTMAN TRANSMISSION  
SYSTEMS, LLC and TODD P.  
LEFF,**

**Defendants.**

**DECLARATION OF TODD P. LEFF**

TODD P. LEFF declares under penalty of perjury:

1. My name is Todd P. Leff. I am a citizen of the state of Pennsylvania and reside at 457 Notre Dame Drive, Warrington, Pennsylvania. I am currently employed as the President and CEO of Hand and Stone Franchise Corp., which has its headquarters in Hamilton, NJ. I make this Declaration based on my personal knowledge.

2. From October 1998 to April 2009, I was the President of Cottman Transmission Systems, LLC ("Cottman"). Cottman's headquarters were always in Pennsylvania and at that time I left (and to my knowledge continue to be) in Horsham, Pennsylvania.

3. From March 2006 to April 2009, I was the President of AAMCO Transmissions, Inc. ("AAMCO"). AAMCO's headquarters were always in Pennsylvania and at the time I left (and to my knowledge continue to be) in Horsham, Pennsylvania.

4. I also served as the President of American Driveline Systems, Inc. ("ADS") from March 2004 to April 2009, which owned controlling interests in Cottman and AAMCO during

the time relevant to this action. ADS's headquarters were at that time (and to my knowledge continue to be) in Horsham, Pennsylvania.

5. I have never lived in Virginia nor owned any property in Virginia. I have never worked in Virginia or been an employee or officer of an entity formed under the laws of the Commonwealth of Virginia.

6. I do not have any bank accounts in Virginia, and do own any personal property that is located in Virginia. To my knowledge, I have never personally transacted any business in Virginia and have never personally solicited any business from a person or an entity located from a Virginia.

7. I do not recall having had any telephone conversations or written communications with any Cottman or AAMCO franchisees located in Virginia; I recall that communication with individual franchisees was handled by my subordinates. I do not recall ever communicating orally or in writing with James Dunlap, Joseph Trukowski or Robert Biller, except on two limited trips to Virginia described below.

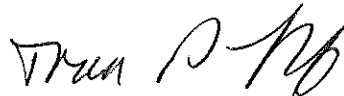
8. I only recall visiting Virginia on two occasions. I attended the grand opening of a new Cottman franchised location (which I recall was the 400th Cottman location) sometime prior to 2006. I also attended and participated in a meeting with Cottman and AAMCO franchisees located in Virginia in 2006, shortly after the announcement that AAMCO had been acquired by ADS. I made both of those trips in my role as an officer of Cottman and/or AAMCO, and was acting on behalf of one or both of those companies during those two visits.

9. To the best of my recollection, I have never travelled to Virginia for any other business or personal matter. I would never have expected that I would haled into court in

Virginia, as my only two contacts with Virginia were in my role as President of Cottman and/or AAMCO.

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 24<sup>th</sup> day of May 2011 at HAMILTON, NJ.

A handwritten signature in black ink, appearing to read "Todd P. Leff", written over a horizontal line.

Todd P. Leff

**CERTIFICATE OF SERVICE**

I hereby certify that on the 25th day of May, 2011, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system and I hereby certify that I will mail the document by U.S. mail to the following non-filing user:

James M. Dunlap  
1312 Debre Avenue  
Norfolk, VA 23517

/s/  
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Virginia Bar No. 78190  
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